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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:

MOTORS LIQUIDATION COMPANY, f/k/a
GENERAL MOTORS CORPORATION, *et al.*,

Debtors.

-----X
OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF MOTORS LIQUIDATION COMPANY,

Plaintiff,

against

JPMORGAN CHASE BANK, N.A., *et al.*,

Defendants.
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Chapter 11

Case No. 09-50026 (REG)
(Jointly Administered)

Adversary Proceeding

Case No. 09-00504 (REG)

**APPELLANT'S STATEMENT OF THE ISSUES
TO BE PRESENTED ON APPEAL AND DESIGNATION
OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, Appellant hereby submits this statement of the issues to be presented on appeal and designation of items to be included in the record on appeal in connection with Appellant's Notice of Appeal [Docket No. 76] filed on March 7, 2013.

I. Statement of Issues to be Presented Upon Appeal

The issues to be presented on appeal are:

A. Whether the Bankruptcy Court erred by granting JPMorgan Chase Bank, N.A.'s motion for summary judgment.

B. Whether the Bankruptcy Court erred by denying plaintiff's motion for partial summary judgment.

C. Whether the Bankruptcy Court erred by concluding that the filing of the Uniform Commercial Code termination statement at issue in this case was not authorized where the secured party mistakenly consented to the filing of such termination statement.

D. Whether the filing of the Uniform Commercial Code termination statement at issue in this case was authorized, in circumstances where the secured party knew in advance that the termination statement would be filed, and the secured party's counsel approved a draft of the termination statement, signed an escrow letter that referenced the termination statement and approved closing checklists that referenced the specific termination statement at issue in this case.

E. Whether the Bankruptcy Court erred in holding that the Uniform Commercial Code requires the secured party to specifically authorize the legal consequences of a filing, when, under Article 9 of the Uniform Commercial Code, all that is required is that the secured party of record authorize the act of filing the termination statement.

II. Designation of Record¹

Designation No.	Date of Filing	Docket No.	Description
1.	7/31/2009	1	Complaint against JPMorgan Chase Bank, N.A., <i>et al.</i> , filed by Official Committee of Unsecured Creditors of General Motors Corporation
2.	10/7/2009	12	Answer to Complaint filed by JPMorgan Chase Bank, N.A.
3.	10/7/2009	13	Transcript regarding Hearing Held on 10/6/09 9:55 AM
4.	3/8/2010	18	Pre Motion for Summary Judgment Conference Request Letter filed by Official Committee of Unsecured Creditors of General Motors Corporation
5.	3/11/2010	19	Letter Pursuant to Rule 7056-1(a) of the Local Bankruptcy Rules for the Southern District of New York filed by JPMorgan Chase Bank, N.A.
6.	3/29/2010	21	Letter dated March 29, 2010 from John M. Callagy to Judge Gerber requesting a pre-motion conference filed by JPMorgan Chase Bank, N.A.
7.	4/7/2010	22	Supplemental Letter Requesting Pre-Motion Conference filed by Official Committee of Unsecured Creditors of General Motors Corporation
8.	7/1/2010	24	Motion for [Partial] Summary Judgment filed by Official Committee of Unsecured Creditors of General Motors Corporation
9.	7/1/2010	25	Statement of Undisputed Fact[s] in Support of Motion for Partial Summary Judgment filed by Official Committee of Unsecured Creditors of General Motors Corporation
10.	7/1/2010	26	Memorandum of Law in Support of Motion for Partial Summary Judgment filed by Official Committee of Unsecured Creditors of General Motors Corporation
11.	7/1/2010	27	Declaration of Eric Fisher in Support of Motion for Partial Summary Judgment filed by Official Committee of Unsecured Creditors of General Motors Corporation
12.	7/1/2010	28	Motion for Summary Judgment filed by JPMorgan Chase Bank, N.A.

¹ All documents included in this Designation of Record include all exhibits, statements and other documents attached thereto, unless specifically stated otherwise.

Designation No.	Date of Filing	Docket No.	Description
13.	7/1/2010	29	Memorandum of Law in Support of Defendant JPMorgan Chase Bank, N.A. Motion for Summary Judgment filed by JPMorgan Chase Bank, N.A.
14.	7/1/2010	30	Rule 7056-1(b) Statement of Undisputed Material Facts of Defendant JPMorgan Chase Bank, N.A. in Support of Its Motion for Summary Judgment filed by JPMorgan Chase Bank, N.A.
15.	7/1/2010	31	Affidavit of Richard W. Duker in Support of Defendant JPMorgan Chase Bank, N.A.'s Motion for Summary Judgment filed by JPMorgan Chase Bank, N.A.
16.	7/1/2010	32	Affidavit of Richard W. Duker Exhibit A filed by JPMorgan Chase Bank, N.A.
17.	7/1/2010	33	Affidavit of Richard W. Duker Exhibits B-C filed by JPMorgan Chase Bank, N.A.
18.	7/1/2010	34	Affidavit of Richard W. Duker Exhibit D filed by JPMorgan Chase Bank, N.A.
19.	7/1/2010	35	Affidavit of Richard W. Duker Exhibit D Parts 1, 2 and 3 filed by JPMorgan Chase Bank, N.A.
20.	7/1/2010	36	Affidavit of Richard W. Duker Exhibits E-G filed by JPMorgan Chase Bank, N.A.
21.	7/1/2010	37	Affidavit of Richard W. Duker Exhibits H-J filed by JPMorgan Chase Bank, N.A.
22.	7/1/2010	38	Affidavit of Richard W. Duker Exhibits K-M filed by JPMorgan Chase Bank, N.A.
23.	7/1/2010	39	Affidavit of Richard W. Duker Exhibit N filed by JPMorgan Chase Bank, N.A.
24.	7/1/2010	40	Affidavit of Richard W. Duker Exhibits O-P filed by JPMorgan Chase Bank, N.A.
25.	7/1/2010	41	Declaration of John M. Callagy in Support of Motion for Summary Judgment of JPMorgan Chase Bank, N.A. filed by JPMorgan Chase Bank, N.A.
26.	7/1/2010	42	Affidavit of Debra Homic Hoge filed by JPMorgan Chase Bank, N.A.
27.	8/5/2010	45	Plaintiff's Memorandum of Law in Opposition to Defendant's Motion for Summary Judgment filed by Official Committee of Unsecured Creditors of General Motors Corporation
28.	8/5/2010	46	Counterstatement of Material Facts Pursuant to Local Bankruptcy Rule 7056-1 filed by Official Committee of Unsecured Creditors of General Motors Corporation

Designation No.	Date of Filing	Docket No.	Description
29.	8/5/2010	47	Declaration of Katie L. Cooperman in Support of Plaintiff's Opposition to Defendant's Motion for Summary Judgment filed by Official Committee of Unsecured Creditors of General Motors Corporation
30.	8/5/2010	48	Defendant JPMorgan Chase Bank, N.A.'s Memorandum of Law in Opposition to the Plaintiff's Motion for Partial Summary Judgment and in Further Support of Its Motion for Summary Judgment filed by JPMorgan Chase Bank, N.A.
31.	8/5/2010	49	Response of Defendant JPMorgan Chase Bank, N.A. to Plaintiff's Statement of Undisputed Material Facts filed by JPMorgan Chase Bank, N.A.
32.	8/5/2010	50	Supplemental Declaration of John M. Callagy in Further Support of Defendant JPMorgan Chase Bank, N.A.'s Motion for Summary Judgment and in Opposition to the Plaintiff's Motion for Partial Summary Judgment filed by JPMorgan Chase Bank, N.A.
33.	8/5/2010	51	Supplemental Affidavit of Richard W. Duker in Further Support of Defendant JPMorgan Chase Bank, N.A.'s Motion for Summary Judgment and in Opposition to the Plaintiff's Motion for Partial Summary Judgment filed by JPMorgan Chase Bank, N.A.
34.	8/26/2010	55	Plaintiff's Reply Memorandum of Law in Further Support of Motion for Partial Summary Judgment filed by Official Committee of Unsecured Creditors of General Motors Corporation
35.	8/26/2010	56	Defendant JPMorgan Chase Bank, N.A.'s Reply Memorandum of Law in Further Support of Its Motion for Summary Judgment filed by JPMorgan Chase Bank, N.A.
36.	8/26/2010	57	Reply of Defendant JPMorgan Chase Bank, N.A. to Plaintiff's Counter-Statement of Material Facts Pursuant to Local Bankruptcy Rule 7056-1 filed by JPMorgan Chase Bank, N.A.
37.	12/6/2010	63	Transcript regarding Hearing Held on 12/3/2010 9:52AM. RE: Motion for Partial Summary on behalf of Official Committee of Unsecured Creditors of General Motors Corporation; Motion for Summary Judgment on behalf of JPMorgan Chase Bank, N.A.
38.	12/10/2010	64	Letter to Judge Gerber providing additional authorities filed by JPMorgan Chase Bank, N.A.

Designation No.	Date of Filing	Docket No.	Description
39.	12/20/2010	65	Letter to Judge Gerber providing additional authorities filed by Official Committee of Unsecured Creditors of General Motors Corporation
40.	6/9/2011	66	Letter to Judge Gerber in further support of JPMCB's motion for summary judgment filed by JPMorgan Chase Bank, N.A.
41.	6/20/2011	67	Letter to Judge Gerber in further support of Plaintiff's motion for summary judgment filed by Official Committee of Unsecured Creditors of General Motors Corporation
42.	7/29/2011	68	Letter to Judge Gerber in further support of JPMCB's motion for summary judgment filed by JPMorgan Chase Bank, N.A.
43.	8/4/2011	69	Letter to Judge Gerber in response to the July 29, 2011 letter filed by JP Morgan Chase Bank, N.A. filed by Official Committee of Unsecured Creditors of General Motors Corporation
44.	3/1/2013	71	Decision on Cross Motions for Summary Judgment
45.	3/1/2013	72	Order on Cross Motions for Summary Judgment
46.	3/1/2013	73	Judgment on Cross Motions for Summary Judgment
47.	3/1/2013	74	Order Certifying Judgment for Direct Appeal to Second Circuit
48.	3/7/2013	76	Notice of Appeal filed by Official Committee of Unsecured Creditors of General Motors Corporation

Dated: New York, New York
March 21, 2013

DICKSTEIN SHAPIRO LLP

BY:

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